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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

)	
In re)	Chapter 11
)	
GENERAL MOTORS CORP., <i>et al.</i> ,)	Case No. 09-50026 (REG)
)	
Debtors.)	Jointly Administered
)	

**MOTION OF MANUFACTURERS AND TRADERS TRUST
COMPANY (“M&T BANK”) FOR ORDER SCHEDULING HEARING,
ON SHORTENED AND LIMITED NOTICE, OF M&T BANK’S
MOTION SEEKING ENTRY OF ORDER (I) GRANTING M&T BANK RELIEF
FROM THE AUTOMATIC STAY; OR (II) IN THE ALTERNATIVE GRANTING
ADEQUATE PROTECTION OR THE TURNOVER OF CERTAIN PROPERTY**

TO: THE HONORABLE JUDGE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE:

Manufacturers and Traders Trust Company (“M&T Bank”) files this motion (the “Motion”) seeking an order (the “Scheduling Order”), scheduling a hearing, on shortened and limited notice, of M&T Bank’s Motion Seeking Entry of Order (I) Granting M&T Bank Relief from the Automatic Stay; or (II) In the Alternative Granting Adequate Protection or the Turnover of Certain Property (the “Lift Stay Motion”). The Lift Stay Motion, which is being filed simultaneously herewith, seeks entry of an order pursuant to sections 105, 361, and 362(d) of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “Bankruptcy Code”) and Rule 4001 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) granting M&T Bank relief from the automatic stay, or in the alternative granting M&T Bank adequate protection, or as a further alternative the turnover of property by General Motors Corporation and/or certain of its subsidiaries, as debtors and debtors-in-possession in the above-captioned chapter 11

cases (collectively, the “Debtors”) to M&T Bank. In support of the within Motion, M&T Bank respectfully represents as follows:

REQUEST FOR SHORTENED NOTICE AND SERVICE CLARIFICATION

1. M&T Bank respectfully requests the entry of the Scheduling Order on the Lift Stay Motion for the reasons herein and in the accompanying affidavit pursuant to Local Bankruptcy Rule 9077-1, which affidavit is incorporated herein by reference.

2. M&T Bank holds a perfected first priority security interest in and lien upon (the “Security Interest”) twenty-seven motor vehicles (the “Vehicles”), more particularly described on **Exhibit A** to the Lift Stay Motion, to secure indebtedness of Middletown Pontiac, Buick, GMS, LLC, a New York limited liability company (“Middletown Pontiac”) to M&T Bank in an amount in excess of \$1,767,951.89. The Vehicles were delivered to and are believed to be in the possession of the Debtors. By operation of law, M&T Bank’s Security Interest is continuing.¹

3. Pursuant to the terms of a Dealer Sales and Service Agreement (the “Dealership Agreement”), the Debtors are obligated to provide “Termination Assistance” to their dealers, in this case Middletown Pontiac. That termination assistance includes the purchase of new and used motor vehicles in an amount equal to the net prices and charges paid to the Debtors and such payment may be paid to anyone having a security interest in the vehicles. (A true and correct copy of excerpts from the Dealership Agreement are attached to the Lift Stay Motion as **Exhibit B**). The time period for such payment has expired or will expire in the immediate future and to date, the Debtors have not made payment to M&T Bank for the Vehicles.

4. Middletown Pontiac is in default of its obligations to M&T Bank, thereby entitling M&T Bank to take immediate possession of the Vehicles. The Debtors have not made any postpetition payments to M&T Bank or taken any further steps to prevent the diminution in value of the collateral, which secures M&T Bank’s lien. It is believed that the Vehicles remain in the Debtors’ possession and are diminishing in value with the passage of time.

¹ See New York Uniform Commercial Code Sections 9-315 and 9-507.

5. M&T Bank seeks to shorten the service and notice period, as set forth in the proposed Scheduling Order, attached hereto, to permit the hearing to be held on June 30, 2009.

6. M&T Bank respectfully requests that this Court approve the proposed Scheduling Order, attached hereto, which provides that notice and service of the Motion and the relief requested therein shall be deemed good and sufficient if M&T Bank serves, by June 22, 2009, by facsimile, and/or hand, e-mail, Electronic Case Filing System, or overnight courier, copies of the Lift Stay Motion and the supporting documents upon: (i) the Office of the United States Trustee; (ii) all parties that have entered a notice of appearance; (iii) the counsel to the Official Committee of Unsecured Creditors; (iv) counsel to the Debtors; and (v) the twenty largest creditors as provided by the Debtors.

CONCLUSION

WHEREFORE, M&T Bank respectfully requests that this Court enter an order granting the relief requested herein and providing such further relief as this Court deems just and proper.

Dated: Philadelphia, Pennsylvania
June 19, 2009

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